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UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
NORFOLK DIVISION

In re:	)	Chapter 11
	)	
WORKFLOW MANAGEMENT, INC.,	)	
<u>et al.</u> ,	)	Case No. 10-74617 (SCS)
	)	
Debtors.	)	(Jointly Administered)
_____	)	

**NOTICE OF ERRATA TO PERSEUS' RESPONSE TO THE CONFIRMATION  
OBJECTIONS FILED BY RELIZON HOLDINGS, LLC AND MOHAMED YACOUB**

Perseus<sup>1</sup> respectfully submits this errata to the *Perseus' Response to the Confirmation Objections Filed by Relizon Holdings, LLC and Mohamed Yacoub* filed on February 22, 2011 (the "Response" [ECF No. 834]).

The Response contained the following footnote 18 on page 27:

Carlyle suggests at paragraph 15 of the Carlyle Objection that \$500,000 of the accrued prepetition management fees owing to Perseus will be paid to Perseus. This is incorrect. Perseus is informed and believes that the Debtors are in the process of correcting "Exhibit D" to the Disclosure Statement, which is referenced by Carlyle. The Plan does not now, nor did it ever, provide for the payment of Perseus' management fees. Upon closing, however, the Purchaser has agreed to reimburse Perseus \$500,000 for its costs and expenses in connection with the APA and the transactions contemplated thereby, but no management fees (prepetition or otherwise) will ever be paid to Perseus.

The prior footnote 18 should be struck and replaced with the following:

Carlyle suggests at paragraph 15 of the Carlyle Objection that \$500,000 of the accrued prepetition management fees owing to Perseus will be paid to Perseus. This is incorrect. Perseus is informed and believes that the Debtors are in the process of correcting "Exhibit D" to the Disclosure Statement, which is referenced by Carlyle. The Plan does not now, nor did it ever, provide for the payment of Perseus' management fees. In fact, Perseus' management agreement with WF Holdings is among the contracts that will be rejected on the Effective Date of the Plan. *See Notice to Counterparties to Contracts and Leases Regarding Filing of Plan Supplement Exhibits* [ECF No. 795], Exhibit A, at Page 9 of 14. Because its claims under that rejected management agreement fall within Class 5B of the Plan, Perseus will not receive any distribution from the estates or otherwise on account of any management fees accrued and owing under that agreement. Upon closing, however, the Purchaser has agreed to reimburse Perseus \$500,000 for its costs and expenses in connection with the APA and the transactions contemplated thereby. In addition, the Purchaser has agreed to pay Perseus a \$75,000 quarterly fee, following the closing of the transactions, in exchange for Perseus' agreement to assist the Purchaser in its business development activities, as well as providing other ongoing management services to the Company; but documentation of this arrangement is in process.

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<sup>1</sup> "Perseus" means Perseus, L.L.C. together with each of Perseus Acquisition/Recapitalization Fund, L.L.C., Perseus Market Opportunity Fund, L.P., Perseus 2000 Expansion, L.L.C., WF Holdings Co-Investment, L.P., and Perseus Partners VII, L.P. (collectively, the "Perseus Funds").

Dated: Norfolk, Virginia  
February 22, 2011

/s/ Ross C. Reeves

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## **CERTIFICATE OF SERVICE**

I certify that the foregoing *Notice of Errata to Perseus' Response to the Confirmation Objections Filed by Relizon Holdings, LLC and Mohamed Yacoub* was posted on the electronic docket maintained for this chapter 11 case on this 22nd day of February, 2011 for purposes of service to all persons designated to receive electronic service.

In addition, copies of the foregoing *Notice of Errata to Perseus' Response to the Confirmation Objections Filed by Relizon Holdings, LLC and Mohamed Yacoub* were sent via U.S. mail to the following parties on this 22nd day of February, 2011:

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